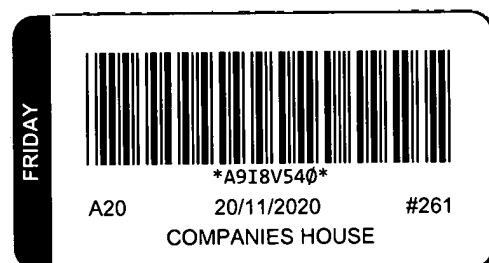


Registered number: 07861667

LOUGHTON CARE CENTRE LIMITED
FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2019



LOUGHTON CARE CENTRE LIMITED

COMPANY INFORMATION

Directors	J Balmer (appointed 20 August 2019) J Sage (appointed 22 April 2020) R Harvey (appointed 1 April 2019, resigned 22 May 2020) D Dalmedo (resigned 29 January 2020) H Atkar (resigned 31 January 2020)
Registered number	07861667
Registered office	244 Lambourne Road Lambwood Heights Chigwell IG7 6HX
Independent auditor	KPMG LLP 58 Clarendon Road Watford WD17 1DE
Accountants	RPG Crouch Chapman LLP 62 Wilson Street London EC2A 2BU

LOUGHTON CARE CENTRE LIMITED

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Statement of financial position	8
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LOUGHTON CARE CENTRE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their report and the financial statements for the year ended 31 December 2019.

Principal activity

The principal activity of the company continued to be that of a property investment company.

Directors

The directors who served during the year were:

J Balmer (appointed 20 August 2019)
R Harvey (appointed 1 April 2019, resigned 22 May 2020)
D Dalmedo (resigned 29 January 2020)
H Atkar (resigned 31 January 2020)

Going Concern

Notwithstanding net current liabilities of £4,892,000 (2018: £5,191,000) as at 31 December 2019, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The Company is part of the Gibson Topco Limited group (the "Group"). The Company is a property investment company with the main activity being the holding of and leasing of a care home to a fellow group entity. The company made a profit for the year ending 31 December 2019 of £343,000 (2018: £311,000).

The Directors have prepared cash flow forecasts for a period to 31 December 2021 which indicate that, taking account of reasonably possible downsides, the Company will have sufficient funds, to meet its liabilities as they fall due for that period.

Those forecasts are also dependent on Gibson Propco Limited not seeking repayment of the amounts currently due to the company, which at 31 December 2019 amounted to £8,488,000. Gibson Propco Limited has indicated that they do not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

As set out in Note 2.1 of Gibson Propco's financial statements, they are reliant on Gibson Topco Limited continuing to make available such funds as are needed by the Company. The Directors of Gibson Topco have prepared cash flow forecasts, on a group wide basis, for a period to 31 December 2021 which indicate that, taking account of reasonably possible downsides, the Group will have sufficient funds, through its overdraft facility and under a severe, but plausible, downside scenario, funding from its ultimate parent company, to meet its liabilities as they fall due for that period.

However, continued support is dependent on the ability of the Group being able to settle its liabilities as they fall due. The Directors of the Group have concluded that no material uncertainty exists over the Group's ability to continue as a going concern as set out in Note 2.3 of the Gibson Topco Limited financial statements which are available on Companies House.

The directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

LOUGHTON CARE CENTRE LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2019**

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

The auditor, KPMG LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

LOUGHTON CARE CENTRE LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2019**

Statement of directors' responsibilities in respect of the strategic report, the directors' report and the financial statements.

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with applicable law and Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent ; ;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement; whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 03 November 2020

and signed on its behalf.



.....
J Sage
Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LOUGHTON CARE CENTRE LIMITED

Opinion

We have audited the financial statements of Loughton Care Centre Limited ("the company") for the year ended 31 December 2019 which comprise the Statement of Comprehensive Income, Statement of Financial Position and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime, take advantage of the small companies exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

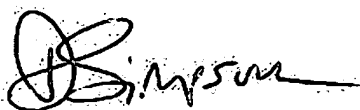
Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



David Simpson (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
58 Clarendon Road
Watford
WD17 1DE

5 November 2020

LOUGHTON CARE CENTRE LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Note	2019 £000	2018 £000
Turnover		700	700
Gross profit		700	700
Administrative expenses		(112)	(114)
Operating profit		588	586
Interest receivable		196	162
Interest payable and expenses		(441)	(437)
Profit before tax		343	311
Tax on profit		-	-
Profit for the financial year		343	311

There were no recognised gains and losses for 2019 or 2018 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2019 (2018:£NIL).

The notes on pages 9 to 18 form part of these financial statements.

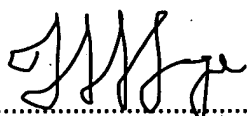
LOUGHTON CARE CENTRE LIMITED
REGISTERED NUMBER:07861667

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2019

	Note	2019 £000	2018 £000
Fixed assets			
Tangible assets	4	8,696	8,652
		<u>8,696</u>	<u>8,652</u>
Current assets			
Debtors: amounts falling due within one year	6	3,942	3,100
Cash at bank and in hand	5	2	3
		<u>3,944</u>	<u>3,103</u>
Creditors: amounts falling due within one year	7	(8,836)	(8,294)
Net current liabilities		<u>(4,892)</u>	<u>(5,191)</u>
Total assets less current liabilities		3,804	3,461
Provisions for liabilities			
Deferred tax	9	(79)	(79)
		<u>(79)</u>	<u>(79)</u>
Net assets		<u>3,725</u>	<u>3,382</u>
Capital and reserves			
Called up share capital	10	-	-
Revaluation reserve		2,400	2,400
Profit and loss account		1,325	982
		<u>3,725</u>	<u>3,382</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 03 November 2020



J Sage
Director

The notes on pages 9 to 18 form part of these financial statements.

LOUGHTON CARE CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

1. General information

Loughton Care Centre Limited is a private company limited by shares, incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the company information page and the principal activity is set out in the directors report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The group has early adopted the FRS102 Triennial review 2017 amendments, including the provision in relation to transferring investment property rented to another group company to property plant and equipment at cost less accumulated depreciation.

The following principal accounting policies have been applied:

LOUGHTON CARE CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

2. Accounting policies (continued)

2.2 Going concern

Notwithstanding net current liabilities of £4,892,000 (2018: £5,191,000) as at 31 December 2019, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The Company is part of the Gibson Topco Limited group (the "Group"). The Company is a property investment company with the main activity being the holding of and leasing of a care home to a fellow group entity. The company made a profit for the year ending 31 December 2019 of £343,000 (2018: £311,000).

The Directors have prepared cash flow forecasts for a period to 31 December 2021 which indicate that, taking account of reasonably possible downsides, the Company will have sufficient funds, to meet its liabilities as they fall due for that period.

Those forecasts are also dependent on Gibson Propco Limited not seeking repayment of the amounts currently due to the company, which at 31 December 2019 amounted to £8,488,000. Gibson Propco Limited has indicated that they do not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

As set out in Note 2.1 of Gibson Propco's financial statements, they are reliant on Gibson Topco Limited continuing to make available such funds as are needed by the Company. The Directors of Gibson Topco have prepared cash flow forecasts, on a group wide basis, for a period to 31 December 2021 which indicate that, taking account of reasonably possible downsides, the Group will have sufficient funds, through its overdraft facility and under a severe, but plausible, downside scenario, funding from its ultimate parent company, to meet its liabilities as they fall due for that period.

However, continued support is dependent on the ability of the Group being able to settle its liabilities as they fall due. The Directors of the Group have concluded that no material uncertainty exists over the Group's ability to continue as a going concern as set out in Note 2.3 of the Gibson Topco Limited financial statements which are available on Companies House.

The directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

LOUGHTON CARE CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

2. Accounting policies (continued)

2.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rental income

Revenue for rental income is recognised on an accruals basis in line with the rental agreement.

2.4 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the following rates.

Depreciation is provided on the following basis:

Freehold property	-	2% reducing balance
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The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively, if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

The directors believe that the residual value of the freehold property, which includes land and buildings, is greater than the carrying value at the year end and therefore no depreciation is recognised.

Where fixed assets had previously been revalued, on transition to FRS102 this was treated as deemed cost.

2.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Amounts owed by group undertakings are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

LOUGHTON CARE CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

2. Accounting policies (continued)

2.6 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.7 Financial instruments

Financial assets including cash at bank and trade and other debtors are measured initially at transaction price (including transaction costs) and subsequently held at cost, less any impairment.

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities including trade and other creditors, as well as bank overdrafts, are measured initially at transaction price (including transaction costs) and subsequently held at amortised cost.

Debt instruments that are payable or receivable within one year are measured at the undiscounted amount of cash or other consideration expected to be paid or received.

2.8 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.9 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount.

2.10 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

LOUGHTON CARE CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

2. Accounting policies (continued)

2.11 Financial risk management

Intercompany loan balances attract interest at a market rate equivalent to a commercial loan provided on similar terms. The interest is charged to the Statement of Comprehensive Income over the term of the debt on a compounded basis.

Interest rate risk is managed by benchmarking intercompany loans against comparable commercial loans to ensure that current interest rate risk management strategies are appropriate.

The principal financial assets are bank balances and cash, which represent the company's maximum exposure to credit risk in relation to financial assets.

The company manages its cash and borrowing requirements in order to maximise interest income and minimise interest expense, whilst ensuring the company has sufficient liquid resources to meet the operating needs of the business.

The Board of Directors monitor capital on the basis of the value of net assets attributable to redeemable shareholders.

2.12 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of Comprehensive Income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

LOUGHTON CARE CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

2. Accounting policies (continued)

2.13 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

3. Employees

Staff costs were as follows:

The Company has no employees other than the directors, who did not receive any remuneration (2018 -£NIL). The notional cost of the Directors not remunerated through this company was inconsequential during the year.

The average monthly number of employees, including directors, during the year was 0 (2018 -0).

LOUGHTON CARE CENTRE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

4. Tangible fixed assets

	Freehold property £000
Cost or valuation	
At 1 January 2019	8,652
Additions	44
At 31 December 2019	<u>8,696</u>
At 31 December 2019	<u>-</u>
Net book value	
At 31 December 2019	<u>8,696</u>
At 31 December 2018	<u>8,652</u>

Freehold property at 31 December 2019 is analysed as follows:

	Land and buildings £000
<u>At cost</u>	6,296
<u>At valuation:</u>	
October 2015 revaluation surplus	2,400
	<u>8,696</u>

LOUGHTON CARE CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

4. Tangible fixed assets (continued)

In the opinion of the directors there has been no change in the fair value of the freehold property since (January 2016) when the revised valuation was transferred to deemed cost.

If the land and buildings had not been included at valuation they would have been included under the historical cost convention as follows:

	2019 £000	2018 £000
Cost	6,296	6,252
Net book value	6,296	6,252

There is a fixed and floating charge which covers all the property or undertaking of the company by way of group guarantee for the loan disclosed in Gibson Propco Limited, a fellow subsidiary undertaking. The balance of the loan drawn down at the period end was £29,775,000 (2018: £19,481,000).

5. Cash and cash equivalents

	2019 £000	2018 £000
Cash at bank and in hand	2	3
	2	3

6. Debtors

	2019 £000	2018 £000
Trade debtors	5	-
Amounts owed by group undertakings	3,934	3,096
Prepayments and accrued income	3	4
	3,942	3,100

Amounts owed by group undertakings bear interest at 5.25% per annum.

All amounts shown under debtors fall due for payment within one year.

LOUGHTON CARE CENTRE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019**

7. Creditors: Amounts falling due within one year

	2019 £000	2018 £000
Amounts owed to group undertakings	8,836	8,294
	<u>8,836</u>	<u>8,294</u>

Amounts owed to group undertakings bear interest at 5.25% per annum.

8. Financial instruments

	2019 £000	2018 £000
Financial assets		
Financial assets that are debt instruments measured at amortised cost	2	3
	<u>2</u>	<u>3</u>

Financial assets measured at amortised cost comprise cash at bank.

9. Deferred taxation

	2019 £000	2018 £000
At beginning of year	(79)	(79)
At end of year	<u>(79)</u>	<u>(79)</u>

The provision for deferred taxation is made up as follows:

	2019 £000	2018 £000
Accelerated capital allowances	(8)	(8)
Capital gain on freehold revaluation	(71)	(71)
	<u>(79)</u>	<u>(79)</u>

LOUGHTON CARE CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

10. Share capital

	2019 £	2018 £
<u>Shares classified as equity</u>		
<u>Allotted, called up and fully paid</u>		
1 Ordinary £1 share	1	1

The ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

11. Reserves

Called up share capital

Called up share capital reserve represents the nominal value of the company's shares.

Revaluation reserve

The revaluation reserve represents cumulative gains and losses upon revaluation of tangible fixed assets.

Profit and loss account

Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

12. Post balance sheet events

In December 2019, the coronavirus was first reported and subsequently spread around the world resulting in the UK government placing the majority of the UK on lockdown on 23 March 2020. The directors have considered the impact of this on the Company's operations and consider that the impact did not materially affect the group during the period in lockdown. The directors have taken robust and quick action to protect the business, including reducing cash expenditure where possible and ensuring there is sufficient headroom in the company's working capital requirements. As such, at the date of signing this report, they do not consider that the economic impact of the coronavirus will have a significant impact on the financial statements.

13. Controlling party

The immediate parent company is Gibson Propco Limited. Gibson Propco Limited is indirectly owned by Gibson Topco Limited (the ultimate parent company).

The directors consider that the ultimate controlling party is Synova Capital GP III LP, by virtue of its majority shareholding in Gibson Topco Limited (the ultimate parent company).

Gibson Topco Limited is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2019. A copy of the consolidated financial statements can be obtained from Companies House.